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*Claimant and*

*Party to California Public Utilities Commission Proceeding I.19-09-016 to Consider the Ratemaking and Other Implications of a Proposed Plan for Resolution of Voluntary Case filed by Pacific Gas and Electric Company, pursuant to Chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court, Northern District of California, San Francisco Division, In re Pacific Gas and Electric Corporation and Pacific Gas and Electric Company, Case No. 19- 30088.*

*Party to California Public Utilities Commission Proceeding I.15-08-019 to Determine whether Pacific Gas and Electric Company and PG&E's Corporation's Organizational Culture and Governance Prioritizes Safety*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC  
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

Bankr. Case No. 19-30088 (DM)  
Chapter 11  
(Lead Case)  
(Jointly Administrated)

**RESPONSE TO THE OPPOSITION  
OF WILLIAM B. ABRAMS MOTION  
TO DESIGNATE IMPROPERLY  
SOLICITED VOTES PURSUANT TO  
11 U.S.C. §§ 1125(B) AND 1126(E)  
AND BANKRUPTCY RULE 2019 [Dkt.  
6891]**

**Hearing: Telephonic Appearances Only**

Date: TBD  
Time: TBD  
Place: Courtroom 17  
450 Golden Gate Ave., 16<sup>th</sup> Floor  
San Francisco, CA, 94102

**PRELIMINARY STATEMENT**

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2  
3 1. I, William B. Abrams, pursuant to section 1746 of title 28 of the United States Code,  
4 hereby declare under penalty of perjury that the following is true and correct to the best of my  
5 knowledge, information and belief:

6  
7 2. First, I want to state for the record that I will not be deterred by the baseless lies that  
8 have been lodged against me and that are joined and referenced in the subsequent opposition to my  
9 motion. Along with other wildfire survivors, I sought to secure the participation of Tom Wagner,  
10 Knighthead Capital Management LLC and Jim Chanos, Kynikos Associates LP in a public forum to  
11 discuss opposing positions on the stock to help inform victims about the risks and benefits of the  
12 stock-component in this settlement. Our intention, along with the journalist who planned to  
13 moderate, was to create a balanced discussion with a panelist that has a short-position on the stock  
14 (Chanos) and another stakeholder that is long and heavily invested in the stock (Wagner). When Mr.  
15 Wagner indicated that he was unable to attend, we cancelled the event because it was always our  
16 intention to have a balanced forum. Moreover, I have not and will not receive any financial  
17 compensation for engagement in this proceeding and I have zero interest in PG&E stock unless it is  
18 forced upon me through the victim trust as the only recourse to recover for the damages to my family  
19 and my home at the hands of Pacific Gas and Electric Company (PG&E).

20 3. To be clear, the only incentives myself and other victims need in to engage in this  
21 proceeding are to work to advance the safety and security interests of our families and our  
22 communities through supporting a reimagined and reorganized PG&E along with just settlement for  
23 all PG&E victims. The efforts by certain parties within this proceeding and outside the courtroom are  
24 clearly designed to intimidate me, other like-minded wildfire survivors and the press who have  
25 chosen to shed light on these critical issues. These attacks also seem to be designed to distract from  
26 the central issues I raise in my motion (financial disclosure and the designation of improperly  
27 solicited votes). Given this, I would ask the court to consider the following response to the seemingly  
28 substantive objections from The Singleton Law Firm, APC, Marshack Hays LLP and their co-counsel

1 (“SLF and co-counsel”) which at their core are nothing more than convenient misinterpretations of  
2 tangential issues that are not core to my arguments.

3  
4 **RESPONSE**

5  
6 4. Initially, SLF and co-counsel, rather than addressing the material issues I raise in my  
7 motion, suggest that I must have ulterior motives for “suggesting an alternative plan”.<sup>1</sup> However, I  
8 have not in any way endorsed or promoted an alternative plan. My goal at every step of this  
9 proceeding has been to work collaboratively with other parties to improve the existing plan and other  
10 plans in a manner that is consistent with a just and transparent process. In fact, due to my personal  
11 experience running from the fires and my active participation in wildfire related California Public  
12 Utility Commission (CPUC) proceedings, my initial filings in this court were focused on improving  
13 the plan and related documents like the RSAs to ensure that safety and wildfire risk mitigation  
14 concerns were made more of a central focus given the “business judgement rule” [Dkt. 3828, 3906,  
15 4468, 5139]. In these same filings and at the CPUC, I expressed significant reservations regarding  
16 alternate plans for those same reasons. I was and remain concerned that this plan and the plan  
17 alternatives focus on the structure (customer-ownership vs. public-ownership vs. investor-ownership)  
18 and the dollars (bondholder vs. shareholder vs. ratepayer vs. taxpayer) and yet spend very little time  
19 articulating how any of these combinations will provide real restructuring focused on measured risk  
20 reduction on a road to provide safe and reliable service.

21 5. Now, articulating these safety concerns and making recommendations for changes to  
22 the PG&E corporate structure to address the risks are NOT inconsistent with the mutual goal of  
23 ensuring victims receive fair and just compensation. I do not accept the false choice that we must  
24 either push for a just settlement for victims OR a restructured PG&E oriented to provide safe and  
25 reliable service. After all, victims are rebuilding their homes and their lives alongside the PG&E  
26 lines and understand first-hand the implications of an ill-structured PG&E. Many climate and utility

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27 <sup>1</sup> See “Opposition to William B. Abrams Motion to Designate Improperly Solicited Votes Pursuant to 11 U.S.C. §§  
28 1125(B) and 1126(E) and Bankruptcy Rule 2019; and joinder to preliminary opposition to William B. Abrams Motion to  
Designate Improperly Solicited Votes Pursuant to 11 U.S.C. §1125(B) and 1126(E) and Bankruptcy Rule 2019 Filed by  
Numerous Wild Fire Claimants”, pg. 2-3 [Dkt. 6891]

1 experts believe that this summer poses even greater utility-caused wildfire risks for PG&E than  
2 existed in 2017 and 2018. Indeed, this risk analysis has precipitated key executives and investors to  
3 position themselves for a quick exit and/or to ensure securitization in this deal before the start of  
4 wildfire season. It is because of these issues and not in spite of them that we must ensure that victims  
5 are not victimized again by exposing their settlement to these risks while entrenched investors like  
6 shareholders and bondholders that signed up for those risks are buffered by early cash-out clauses and  
7 the victim trust management rules they hope to set.

8           6.       Next, SLF and co-counsel seem to indicate that the misleading pressure campaign and  
9 disinformation vote solicitation practices that started on March 31, 2020 are somehow OK because  
10 electronic disclosure statements were reportedly sent at the same time to some victims. This fails to  
11 recognize both the plainly wrong content of those solicitations like “*We alone have the power to*  
12 *decide whether to force PG&E to pay the \$13.5 billion...*” or the fact that the vast majority of victim  
13 claimants purposely targeted by those public solicitations didn’t get the disclosure statement until  
14 much later. In fact, 11 U.S.C. §§ 1125(B) states directly that disclosure statements must be provided  
15 “*at the time of or before such solicitation*”. There is no such qualification or stipulation to suggest  
16 that vote solicitation in public to ALL claimants is permitted because SOME claimants receive the  
17 disclosure statement.

18           7.       I ask the court to consider that nowhere in the SLF and co-counsel filed opposition to  
19 my motion does it defend or justify the incorrect content or misleading message framing in the vote  
20 solicitation examples I call out. I believe that this is because no reasonable defense could or should  
21 be provided. Simply stated, it is indefensible. However, if SLF and co-counsel or other parties want  
22 to defend the vote solicitation practices referenced in my motion then they are certainly welcome to  
23 take that position. However, I am confident that myself and other parties will be able to clearly  
24 demonstrate to the court how and why these are NOT “good-faith” solicitations according to 11  
25 U.S.C. §§ 1126(E) and welcome the opportunity to present those findings at a hearing time  
26 convenient for the court. The degree to which these same solicitation practices were or were not  
27 influenced by undisclosed violations of bankruptcy rule 2019 is also critical for the court to  
28 determine.

1           8.       Now, the SLA and co-counsel opposition to my motion seems to sing a familiar  
2 refrain that the Restructuring Support Agreement (RSA) does not interfere with the ability of Fire  
3 Claimant Professional to speak openly about the plan. This is in direct contradiction with statements  
4 from other attorneys that do feel significantly restricted from informing their clients about the risks of  
5 the plan due to the many RSA provisions. If fact, some TCC members and their counsel felt so  
6 constrained that they were compelled to resign from the TCC in protest. This and other matters  
7 relating to their resignations remain largely unaddressed by the court to date.

8           9.       Moreover, it is very disingenuous for SLA and co-counsel to point to the one forum  
9 that myself and other volunteer wildfire survivors organized as proof for how victim attorneys are  
10 free to voice their views. All evidence points to the contrary. PG&E wildfire survivors held this  
11 forum because balanced views were not represented in the other town-hall-style meetings and within  
12 other vote solicitation practices. It should NOT be incumbent upon victims to organize these events  
13 in order to hear different views of the plan and to uncover the real risks that are largely unexplored  
14 and not discussed by victim attorneys. In fact, despite encouragement from myself and other victims  
15 to ensure more balance and disclosure of risks in how presentations were managed, this forum was  
16 and remains an outlier among stilted and one-sided campaign rally type events. In point-of-fact,  
17 victim attorneys who are proponents of the plan have changed their campaign in recent days to ease  
18 up on the hard-sell messaging. This is likely due to their early vote tabulation and resulting  
19 confidence that they have the votes regardless of what other votes are cast and/or due to push back  
20 from undecided voters that have gotten unfairly inundated with robo-calls, text messages and emails  
21 to vote “yes”.

22           10.      Lastly, I would like to point out that SLF and co-counsel in no way address  
23 bankruptcy rule 2019 and they do not seem to object to its enforcement in this proceeding. I  
24 sincerely hope that is due to a general willingness by SLF and other victim attorneys to make known  
25 to the court and to their clients these “disclosable economic interests”. I certainly understand and  
26 appreciate that there are some victim attorneys who have provided these disclosures willingly to their  
27 clients. That said, the information that I brought to light in my motion should compel the court to  
28 question the extent to which there is or is not undisclosed financial conflicts. Did financial incentives  
for victim attorneys motivate them to help facilitate a deal to align shareholders and bondholders

1 around the current plan and push out the other plans that would have gotten victims an all-cash  
2 settlement? What other attorney disclosable economic interests don't victims know that might help  
3 inform their vote on this plan? I ask the court to consider the information I provided in my motion  
4 and the subsequent support and validation it has received.

5 11. Furthermore, I urge the court not to be dissuaded by the immaterial arguments posed  
6 by SLF and co-counsel. Understanding the financial incentives and disincentives of core  
7 stakeholders in this bankruptcy process is critical particularly given the fiduciary obligations of the  
8 TCC attorneys and those of the Fire Claimant Professionals. Victims should not be the only class of  
9 claimants kept in the dark regarding the financial incentives surrounding this case. I sincerely hope  
10 that these undisclosed economic interests at no time and in no way unduly influenced victim  
11 attorneys. However, given the information that has been shared with me and which in-turn I have  
12 and will share with the court, I respectfully ask for Your Honors' ongoing thoughtful consideration.

13 **CONCLUSION**  
14

15 12. For the reasons set forth above, I respectfully request that the court order the  
16 designation of improperly solicited votes in accordance with 11 U.S.C. §§ 1125(B) and 1126(E).  
17 Additionally, I request that the court order the disclosure of economic interests as stipulated in  
18 bankruptcy rule 2019.

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20  
21 Dated: April 27, 2020  
22

23  
24 Respectfully submitted,

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26

27 William B. Abrams

28 Claimant